

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

ROBERT H. AYLOR, JR Individually and On
Behalf Of All Others Similarly Situated,

Plaintiff,

vs.

XYBERNAUT CORPORATION, et al.,

Defendants.

Class Action

Case No. 1:05-cv-00222-SLR

**STIPULATION AND [PROPOSED]
ORDER EXTENDING TIME FOR
DEFENDANT XYBERNAUT
CORPORATION TO ANSWER OR
OTHERWISE RESPOND**

MOSHE TAL, Individually and On Behalf Of All
Others Similarly Situated,

Plaintiff,

vs.

XYBERNAUT CORPORATION, et al.,

Defendants.

Class Action

Case No. 1:05-cv-00242-SLR

MICHAEL FEHRENBACHER, Individually and
On Behalf Of All Others Similarly Situated,

Plaintiff,

vs.

XYBERNAUT CORPORATION, et al.,

Defendants.

Class Action

Case No. 1:05-cv-00256-SLR

[Captions Continued On Next Page]

JEFFREY M. JASKOL AND STACEY J.
JASKOL, Individually and On Behalf Of All
Others Similarly Situated,

Plaintiffs,

vs.

XYBERNAUT CORPORATION, et al.,

Defendants.

Class Action
Case No. 1:05-cv-00268-SLR

JOSPEH DANIEL WAUHOP, Individually and
On Behalf Of All Others Similarly Situated,

Plaintiff,

vs.

XYBERNAUT CORPORATION, et al.,

Defendants.

Class Action
Case No. 1:05-cv-00310-SLR

CHRISTINA W. DONNELLY, JOHN
DONNELLY, JAMES G. WILLIAMSON and
RICHARD W. DEARBORN, Individually and On
Behalf Of All Others Similarly Situated,

Plaintiffs,

vs.

XYBERNAUT CORPORATION, et al.,

Defendants.

Class Action
Case No. 1:05-cv-00334-SLR

STIPULATION/ORDER

IT IS HEREBY STIPULATED AND AGREED, by and among the undersigned parties
and/or their counsel for the respective parties, as follows:

1. McGuireWoods LLP is authorized to accept on behalf of defendant Xybernaut Corporation, and does hereby accept, service of the summons and complaint in this action without prejudice and without waiver of Xybernaut Corporation's defenses except as to sufficiency of service of process; and

2. The time for Xybernaut Corporation to move, answer or otherwise respond to the complaint in this action is hereby extended to and including forty-five (45) days after the later of: (a) the Court's selection of a lead plaintiff pursuant to §21D(a)(3) of the Securities Exchange Act of 1934, 15 U.S.C. §78a, *et seq.*, as amended by the Private Securities Litigation Reform Act of 1995 (the "PSLRA"), or (b) the date on which an amended complaint, if any, is served upon counsel for Xybernaut Corporation.

Dated: June 28, 2005

Dated: June 29, 2005

**MILBERG WEISS BERSHAD
& SCHULMAN LLP**

MCGUIREWOODS LLP

By: /s/ Seth Rigrodsky
Seth D. Rigrodsky (#3147)
Ralph N. Sianni (#4151)
Brian D. Long (#4347)
919 N. Market Street, Suite 411
Wilmington, DE 19801
srigrodsky@milbergweiss.com
(302) 984-0597 (Tel)
(302) 984-0870 (Fax)

By: /s/ Robert Plotkin
Robert Plotkin
1050 Connecticut Avenue, N.W.
Suite 1200
Washington, DC 20036-5317
rplotkin@mcguirewoods.com
(202) 857-1750 (Tel)
(202) 828-2970 (Fax)

--and--

***Counsel for Defendant
Xybernaut Corporation***

**MILBERG WEISS BERSHAD
& SCHULMAN LLP**

Steven G. Schulman
David P. Brower
Peter E. Seidman
Sharon M. Lee
One Pennsylvania Plaza – 49th Floor
New York, NY 10119-0165
(212) 594-5300 (Tel)
(212) 868-1229 (Fax)

*Counsel for Moshe Tal, Christina W.
Donnelly, John Donnelly, James G.
Williamson, Richard W. Dearborn, Jeffrey M.
Jaskol and Stacey J. Jaskol*

CHIMICLES & TIKELLIS, LLP

By: /s/ Robert R. Davis
Pamela S. Tikellis (#2172)
Robert R. Davis (#4536)
One Rodney Square
P.O. Box 1035
Wilmington, DE 19899
robertdavis@chimicles.com
(302) 656-2500 (Tel)
(302) 656-9053 (Fax)

Counsel for Michael Fehrenbacher

**ROSENTHAL, MONHAIT, GROSS
& GODDESS, P.A.**

By: /s/ Jessica Zeldin
Jessica Zeldin (#3558)
Mellon Bank Center, Suite 1401
919 Market Street
P.O. Box 1070
Wilmington, DE 19899-1070
jzeldin@rmgglaw.com
(302) 656-1433 (Tel)
(302) 658-7567 (Fax)

OF COUNSEL:

James E. Miller
Patrick A. Klingman
Karen M. Leser
SHEPHERD, FINKELMAN, MILLER
& SHAH, LLC
65 Main Street
Chester, CT 06412
(860) 526-1100 (Tel)

Andrew M. Schlatz
Jeffrey S. Nobel
SCHATZ & NOBEL, P.C.
One Corporate Center
20 Church Street
Hartford, CT 06103
(860) 493-6292 (Tel)

*Counsel for Robert H. Aylor, Jr. and Joseph
Daniel Wauhup*

SO ORDERED:

Dated: _____, 2005

United States District Judge

CERTIFICATE OF SERVICE

I hereby certify that on June 29, 2004, I electronically filed STIPULATION AND [PROPOSED] ORDER EXTENDING TIME FOR DEFENDANT XYBERNAUT CORPORATION TO ANSWER OR OTHERWISE RESPOND using CM/ECF, which will send notification of such filing, to the following:

Seth D. Rigrodsky
MILBERG WEISS BERSHAD
& SCHULMAN, LLP
919 North Market Street, Suite 411
Wilmington, Delaware 19801
srigrodsky@milbergweiss.com

Michael F. Bonkowski
SAUL EWING LLP
222 Delaware Avenue Suite 1200
P.O. Box 1266
Wilmington, Delaware 19899-1266
mbonkowski@saul.com

Robert R. Davis
CHIMICLES & TIKELLIS, LLP
One Rodney Square
P.O. Box 1035
Wilmington, Delaware 19899
robertdavis@chimicles.com

Laurence V. Cronin
SMITH, KATZENSTEIN & FURLOW
The Corporate Plaza
800 Delaware Avenue P.O. Box 410
Wilmington, Delaware 19899
lcronin@skfdelaware.com

J. Clayton Athey
PRICKETT JONES & ELLIOTT, P.A.
1310 King Street
P.O. Box 1328
Wilmington, DE 19899
jcathey@prickett.com

Michael A. Weidinger
MORRIS JAMES HITCHENS & WILLIAMS
222 Delaware Avenue, 10th Floor
P.O. Box 2306
Wilmington, DE 19899
mweidinger@morrisjames.com

David Phillip Primack
DRINKER BIDDLE & REATH LLP
1100 North Market Street, Suite 1000
Wilmington, DE 19801
david.primack@dbr.com

I hereby certify that on June 29, 2005, I have caused to be sent via first class mail, a copy of the same document to the following non-registered participants:

William B. Federman
FEDERMAN & SHERWOOD
120 North Robinson Avenue, Suite 2720
Oklahoma City, OK 73102

Joseph Genitle
SARRAF GENTILE LLP
111 John Street, 8th Floor
New York, NY 10038

John M. Tran
DiMURO GINSBERG, P.C.
908 King Street Suite 200
Alexandria, Virginia 22314

Eric Belfi
MURRAY, FRANK & SAILER, LLP
275 Madison Avenue
New York, NY 10016

Robert Plotkin
McGUIRE WOODS LLP
Washington Square
1050 Connecticut Avenue, NW
Suite 1200
Washington, DC 20036-5317

Michael Goldberg
GLANCY BINKOW & GOLDBERG LLP
1801 Avenue of the Stars, Suite 311
Los Angeles, CA 90067

Robert E. Scully, Jr.
REES, BROME & DIAZ, P.C.
8133 Leesburg Pike, Ninth Floor
Tysons Corner, Virginia 22182

William E. Donnelly
LECLAIR RYAN, P.C.
1701 Pennsylvania Ave, N.W. Suite 1045
Washington, D.C. 20006

Steven J. Toll
COHEN, MILSTEIN, HAUSFELD & TOLL,
PLLC
1100 New York Avenue, N.W.
Suite 500, West Tower
Washington, DC 2005

John F. Moynahan
10829 Fieldwood Drive
Fairfax, VA 22030-4550

Robert M. Roseman
SPECTOR ROSEMAN & KODROFF, P.C.
1818 Market Street, Suite 2500
Philadelphia, PA 19103

Andrew J. Morris
MAYER, BROWN, ROWE & MAW
1909 K Street, N.W.
Washington, DC 20006-1101

Joseph H. Weiss
WEISS & LURIE
551 Fifth Avenue
New York, NY 10176

Susan Kennedy
DRINKER BIDDLE & REATH LLP
One Logan Square
18th and Cherry Streets
Philadelphia, Pennsylvania 19103-6996

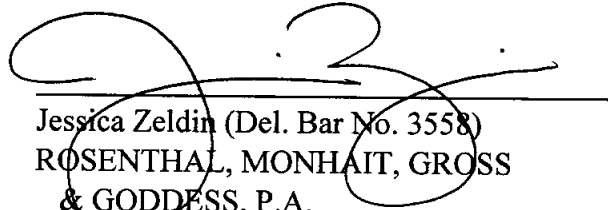
Bruce Murphy
LAW OFFICES OF BRUCE MURPHY
265 Lwyds Lane
Vero Beach, Florida 32963

Jules Brody
STULL, STULL & BRODY
5 East 45th Street
New York, NY 10017

Jack Landskroner
Paul Greico
LANDSKRONER, GREICO, MADDEN, LTD.
1360 West 9th Street, Suite 200
Cleveland, OH 44113

Thomas A. Holman
HOLMAN LAW OFFICE
One Pennsylvania Plaza
Suite 4632
New York, NY 10117

Andrew M. Schatz
Jeffrey S. Nobel
SCHATZ & NOBEL, P.C.
One Corporate Center
20 Church Street
Hartford, Connecticut 06103



Jessica Zeldin (Del. Bar No. 3558)
ROSENTHAL, MONHAIT, GROSS
& GODDESS, P.A.
Suite 1401, 919 N. Market Street
P.O. Box 1070
Wilmington, Delaware 19899
(302) 656-4433
jzeldin@rmgglaw.com